

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CITY OF WARREN POLICE AND FIRE
RETIREMENT SYSTEM, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

vs.

WORLD WRESTLING
ENTERTAINMENT, INC., et al.,

Defendants.

Civil Action No. 1:20-cv-02031 (JSR)

**DECLARATION OF STEPHEN G. TOPETZES IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS**

I, Stephen G. Topetzes, hereby declare pursuant to 28 U.S.C. § 1746, that the following is true and correct.

1. I am admitted to the Bars of the State of Wisconsin and the District of Columbia, and I am admitted *pro hac vice* to this Court for purposes of the above-captioned case.
2. I am a member of the law firm of K&L GATES LLP, attorneys for Defendants World Wrestling Entertainment, Inc. (“WWE” or the “Company”), Vincent K. McMahon, George A. Barrios, and Michelle D. Wilson (collectively, “Defendants”) in the above-captioned action.
3. I submit this Declaration based on my personal knowledge in support of Defendants’ Motion to Dismiss (the “Motion”).
4. Annexed hereto are true and correct copies of the following documents cited in Defendants’ Motion:

- Ex. 1 The Declaration of Andrew Warkman, dated May 14, 2020, which was served on counsel for Lead Plaintiff Firefighters' Pension System of the City of Kansas City Missouri Trust ("Plaintiff") on May 26, 2020, without exhibits;
- Ex. 2 The Declaration of Carlo Nohra, dated May 14, 2020, which was served on counsel for Plaintiff on May 26, 2020;
- Ex. 3 Excerpts of the Form 10-K filed by WWE with the Securities and Exchange Commission ("SEC") for the year ended December 31, 2018 (the "2018 10-K");
- Ex. 4 Excerpts of the Form 8-K filed by WWE with the SEC dated February 7, 2019, containing a press release titled "WWE Reports Record Results for Fourth Quarter and Full Year 2018" (the "4Q18 Release");
- Ex. 5 A transcript of the WWE Fourth Quarter 2018 Earnings Conference Call, held on February 7, 2019, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw (the "4Q18 Call Transcript");
- Ex. 6 Excerpts of the presentation that WWE used during the conference call held with analysts on February 7, 2019, as available on the WWE investor relations website, titled "WWE Q4 and Full Year 2018 Results – February 7, 2019" (the "4Q18 Slides");
- Ex. 7 The Form 8-K filed by WWE with the SEC dated April 25, 2019, containing a press release titled "WWE Reports First Quarter 2019 Results" (the "1Q19 Release");
- Ex. 8 A transcript of the WWE First Quarter 2019 Earnings Conference Call, held on April 25, 2019, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw (the "1Q19 Call Transcript");

- Ex. 9 Excerpts of the presentation that WWE used during the conference call held with analysts on April 25, 2019, as available on the WWE investor relations website, titled “WWE Q1 2019 Results – April 25, 2019” (the “1Q19 Slides”);
- Ex. 10 Excerpts of the Form 8-K filed by WWE with the SEC dated July 25, 2019, containing a press release titled “WWE Reports Second Quarter 2019 Results” (the “2Q19 Release”);
- Ex. 11 Excerpts of a transcript of the WWE Second Quarter 2019 Earnings Conference Call, held on July 25, 2019, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw (the “2Q19 Call Transcript”);
- Ex. 12 Excerpts of the presentation that WWE used during the conference call held with analysts on July 25, 2019, as available on the WWE investor relations website, titled “WWE Q2 2019 Results – July 25, 2019” (the “2Q19 Slides”);
- Ex. 13 Excerpts of the Form 8-K filed by WWE with the SEC dated October 31, 2019, containing a press release titled “WWE Reports Third Quarter 2019 Results” (the “3Q19 Release”);
- Ex. 14 A transcript of the WWE Third Quarter 2019 Earnings Conference Call, held on October 31, 2019, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw (the “3Q19 Call Transcript”);
- Ex. 15 Excerpts of the presentation that WWE used during the conference call held with analysts on October 31, 2019, as available on the WWE investor relations website, titled “WWE Q2 2019 Results – October 31, 2019” (the “3Q19 Slides”);

- Ex. 16 Excerpts of the Form 8-K filed by WWE with the SEC dated February 6, 2020, containing a press release titled “WWE Reports 2019 Results and 202 Business Outlook” (the “4Q19 Release”);
- Ex. 17 Excerpts of a transcript of the WWE Fourth Quarter 2019 Earnings Conference Call, held on February 6, 2020, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw (the “4Q19 Call Transcript”);
- Ex. 18 Excerpts of the presentation that WWE used during the conference call held with analysts on February 6, 2020, as available on the WWE investor relations website, titled “WWE Q4 and Full Year 2019 Results – February 6, 2020” (the “4Q19 Slides”);
- Ex. 19 Declaration of Mark Kowal, dated May 13, 2020, which was served on counsel for Plaintiff on May 26, 2020;
- Ex. 20 A printed copy of the Twitter page for Brad Shepard of ProSportsExtra.com (@TheBradShepard), retrieved on March 9, 2020, reflecting postings dated November 2, 2019;
- Ex. 21 An article from Forbes.com by Alfred Konuwa, titled “WWE Superstars Vent on Twitter Amid Saudi Arabia Flight Delays,” dated November 1, 2019, as retrieved on June 23, 2020;
- Ex. 22 A transcript titled “World Wrestling Entertainment Inc. at UBS Global Media and Communications Conference” related to an event held on December 4, 2017, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw;
- Ex. 23 A transcript titled “World Wrestling Entertainment Inc. at Morgan Stanley Technology, Media and Telecom Conference” related to an event held on

February 28, 2018, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw;

- Ex. 24 A transcript titled “World Wrestling Entertainment Inc. at UBS Global TMT Conference” related to an event held on December 9, 2019, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw;
- Ex. 25 A transcript titled “World Wrestling Entertainment Inc. at UBS Global Media and Communications Conference,” related to an event held on December 3, 2018, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw;
- Ex. 26 A transcript titled “World Wrestling Entertainment Inc. Conference Call on MultiYear Media Rights Deals with USA Network and Fox Sports,” related to a conference call held on June 27, 2018, as provided by FD (Fair Disclosure) Wire and retrieved from Westlaw;
- Ex. 27 An article from Broadband TV News, titled “OSN to focus on cricket,” dated February 13, 2019;
- Ex. 28 An article from Inside Satellite TV, titled “OSN slashes sports coverage for MENA region,” dated February 12, 2019;
- Ex. 29 The Form 8-K filed by WWE with the SEC dated October 25, 2018, containing a press release titled “WWE Reports Q3 2018 Results”;
- Ex. 30 The Forms 4 filed by George Barrios with the SEC, dated February 28, 2019 and July 22, 2019;
- Ex. 31 The Form 8-K filed by WWE with the SEC dated March 27, 2019;
- Ex. 32 The Form 4 filed by Michelle Wilson with the SEC, dated August 1, 2018;
- Ex. 33 The Form 4 filed by Michelle Wilson with the SEC, dated August 7, 2015;

Ex. 34 The Forms 4 filed by Michelle Wilson with the SEC, dated August 19, 2016 and
August 22, 2016; and

Ex. 35 The Form 4 filed by Michelle Wilson with the SEC, dated August 3, 2017.

I declare under the penalty of perjury under the laws of the United States that the foregoing
is true and correct.

Executed this 26th day of June, 2020, at Washington, DC.

By: /s/ Stephen G. Topetzes
Stephen G. Topetzes
K&L GATES LLP
1601 K Street, NW
Washington, DC 20006
Phone: (202) 778-9000
Fax: (202) 778-9100
stephen.topetzes@klgates.com